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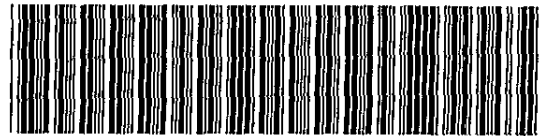
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/25/03--01035--002 *\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS
12/1/03

UNDER EARTH RECORDS, INC.
2633 Pine Summit Drive East
Jacksonville, FL 32211-4046
904-254-7860

November 24, 2003

Corporate Division
Department of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

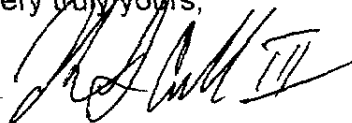
Re: Under Earth Records, Inc.

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation for the above referenced corporation. Also enclosed is a cashier's check in the amount of \$78.75 to cover the cost of filing fee. I would appreciate your filing the Articles of Incorporation upon receipt and returning a certified copy of the filing to me at the address listed above.

If you have any questions, please do not hesitate to call.

Very truly yours,



John Sealey Call, III

JSC3/tw/encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNDER EARTH RECORDS, INC.

ARTICLE I - NAME

The name of this Corporation is UNDER EARTH RECORDS, INC..

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 1,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 2633 Pine Summit Drive East, Jacksonville, Florida 32211-4046. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

John Sealey Call, III
2633 Pine Summit Drive East
Jacksonville, FL 32211-4046

Michael McRae Call
2633 Pine Summit Drive East
Jacksonville, FL 32211-4046

Sharon Theresa Wright
2633 Pine Summit Drive East
Jacksonville, FL 32211-4046

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

John Sealey Call, III
2633 Pine Summit Drive East
Jacksonville, FL 32211-4046

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

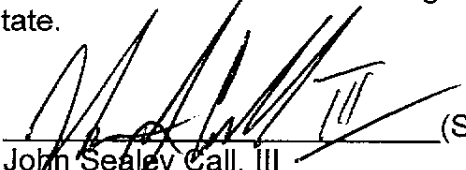
The street address of the initial registered office of this Corporation is 2633 Pine Summit Drive East, Jacksonville, Florida 32211-4046, and the name of the initial registered agent of this Corporation at that address is John Sealey Call, III.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

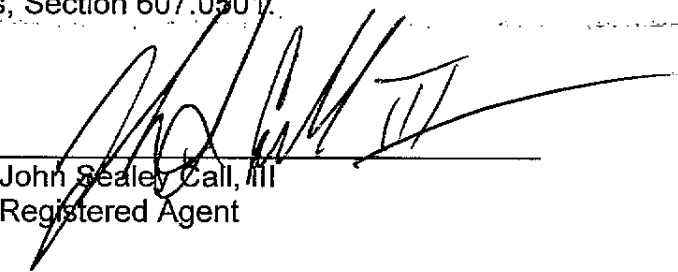
The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.



John Sealey Call, III (SEAL)
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for UNDER EARTH RECORDS, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.



John Sealey Call, III
Registered Agent

uer aoi.wpd

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TALLAHASSEE, FLORIDA